



CORPORATION SERVICE COMPANY

RECORDATION NO. 23720-H FILED

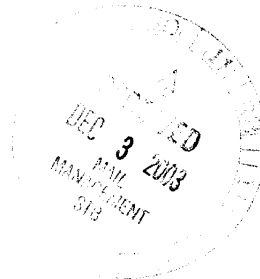
DEC 03 '03

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SURFACE TRANSPORTATION BOARD

December 2, 2003

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 31, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **BUNGE NORTH AMERICA, INC.**
11720 Borman Drive, St. Louis, MO 63146-1000

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BUNGE NORTH AMERICA, INC.** covering 130 hopper cars with reporting marks and numbers – CEFX 10722 – CEFX 10081, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23720 dated 10/24/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31 day of October, 2003 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and BUNGE NORTH AMERICA, INC. (formerly known as Bunge Corporation), a New York corporation, with an address at 11720 Borman Drive, St. Louis, MO 63146-1000 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 26, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 24, 2001 and given Recordation Number 23720.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph T. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BUNGE NORTH AMERICA, INC.
(formerly known as Bunge Corporation)

By: Darrell R. Wallace
Name: Darrell R. Wallace
Title: Vice President
Transportation Commodities Group

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SURFACE TRANSPORTATION BOARD

Schedule A

| <u>Quantity</u> | <u>Equipment Description</u> | <u>Reporting Marks and Numbers</u> |
|-----------------|---|--|
| 130 | 5150 c.f. covered hopper cars with gravity gates and trough hatches | CEFX 10722 CEFX 10036 CEFX 10458 CEFX 10092 CEFX 10729 CEFX 10692 CEFX 10084 CEFX 10339 CEFX 10083 CEFX 10085 CEFX 10096 CEFX 10097 CEFX 10234 CEFX 10235 CEFX 10239 CEFX 10240 CEFX 10267 CEFX 10274 CEFX 10276 CEFX 10279 CEFX 10285 CEFX 10287 CEFX 10290 CEFX 10291 CEFX 10292 CEFX 10293 CEFX 10294 CEFX 10295 CEFX 10296 CEFX 10297 CEFX 10298 CEFX 10299 CEFX 10300 CEFX 10309 CEFX 10317 CEFX 10318 CEFX 10321 CEFX 10324 CEFX 10330 |

Schedule A

| <u>Quantity</u> | <u>Equipment Description</u> | <u>Reporting Marks and Numbers</u> |
|-----------------|-------------------------------|------------------------------------|
| 130 | 5150 c.f. covered hopper cars | CEFX 10355 |
| | with gravity gates and trough | CEFX 10366 |
| | hatches | CEFX 10305 |
| | | CEFX 10404 |
| | | CEFX 10405 |
| | | CEFX 10406 |
| | | CEFX 10407 |
| | | CEFX 10408 |
| | | CEFX 10410 |
| | | CEFX 10412 |
| | | CEFX 10418 |
| | | CEFX 10419 |
| | | CEFX 10420 |
| | | CEFX 10421 |
| | | CEFX 10424 |
| | | CEFX 10425 |
| | | CEFX 10428 |
| | | CEFX 10457 |
| | | CEFX 10459 |
| | | CEFX 10460 |
| | | CEFX 10462 |
| | | CEFX 10463 |
| | | CEFX 10465 |
| | | CEFX 10466 |
| | | CEFX 10468 |
| | | CEFX 10483 |
| | | CEFX 10484 |
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| | | CEFX 10489 |
| | | CEFX 10691 |
| | | CEFX 10693 |
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| | | CEFX 10696 |
| | | CEFX 10697 |
| | | CEFX 10698 |
| | | CEFX 10699 |
| | | CEFX 10700 |

Schedule A

| <u>Quantity</u> | <u>Equipment Description</u> | <u>Reporting Marks and Numbers</u> |
|-----------------|-------------------------------|------------------------------------|
| 130 | 5150 c.f. covered hopper cars | CEFX 10701 |
| | with gravity gates and trough | CEFX 10703 |
| | hatches | CEFX 10704 |
| | | CEFX 10705 |
| | | CEFX 10706 |
| | | CEFX 10708 |
| | | CEFX 10710 |
| | | CEFX 10712 |
| | | CEFX 10715 |
| | | CEFX 10716 |
| | | CEFX 10717 |
| | | CEFX 10718 |
| | | CEFX 10719 |
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| | | CEFX 10723 |
| | | CEFX 10724 |
| | | CEFX 10725 |
| | | CEFX 10727 |
| | | CEFX 10730 |
| | | CEFX 10010 |
| | | CEFX 10047 |
| | | CEFX 10090 |
| | | CEFX 10236 |
| | | CEFX 10289 |
| | | CEFX 10378 |
| | | CEFX 10422 |
| | | CEFX 10690 |
| | | CEFX 10714 |
| | | CEFX 10726 |
| | | CEFX 10711 |
| | | CEFX 10368 |
| | | CEFX 10288 |
| | | CEFX 10087 |
| | | CEFX 10088 |
| | | CEFX 10091 |
| | | CEFX 10093 |
| | | CEFX 10094 |
| | | CEFX 10095 |
| | | CEFX 10002 |

Schedule A

| <u>Quantity</u> | <u>Equipment Description</u> | <u>Reporting Marks and Numbers</u> | |
|-----------------|-------------------------------|------------------------------------|-------|
| 130 | 5150 c.f. covered hopper cars | CEFX | 10006 |
| | with gravity gates and trough | CEFX | 10011 |
| | hatches | CEFX | 10014 |
| | | CEFX | 10020 |
| | | CEFX | 10023 |
| | | CEFX | 10024 |
| | | CEFX | 10034 |
| | | CEFX | 10035 |
| | | CEFX | 10045 |
| | | CEFX | 10046 |
| | | CEFX | 10051 |
| | | CEFX | 10080 |
| | | CEFX | 10081 |